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June 30, 1994

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave. N.W.
Washington, D.C. 20423

0100299003

RECORDATION NO. 10330 - D
FBI FD 1425

JUL 5 1994 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation
Soo Line Railroad Equipment Trust of 1979
Primary Document Recordation No. 10330

Dear Ms. Lee:

I have enclosed duly acknowledged duplicate originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, dated as of May 31, 1994.

The primary document to which this is connected is recorded under Recordation No. 10330.

The names and addresses of the parties to the document are as follows:

Trustee, Lessor and Vendor:	Mercantile Safe Deposit and Trust Company P.O. Box 2258 Baltimore, MD 21203
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Lessee:	Soo Line Railroad Company Soo Line Building P.O. Box 530 Minneapolis, MN 55440
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RECEIVED
JUL 5 1994
FBI FD 1425
INTERSTATE COMMERCE COMMISSION

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A description of the equipment covered by the document follows:

- a. 100 50'6" 70-ton single sheath box cars with end-of-car cushions, 10' sliding plug doors. Soo Line road numbers 16827-16926, inclusive.
- b. 10 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4416-4425, inclusive.
- c. 10 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4426-4435, inclusive.
- d. 1 GP-38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line road number 4452.
- e. 1 100-ton 4,000 cu. ft. open top hopper car with rotary dump coupler, bearing Soo Line road number 62128.

A fee of \$18.00 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data to Maureen O'Shea, Legal Assistant, Soo Line Railroad Company, Soo Line Building, Suite 1000, P.O. Box 530, Minneapolis, MN 55440.


A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease
dated as of May 31, 1994, to Soo Line
Railroad Equipment Trust and Lease of
1979 with Recordation No. 10330, dated

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as of May 1, 1979, as amended, and
covering the following equipment:
(see list of equipment set forth
above).

Very truly yours,


Jean L. Findorff

MPO/ljd

Enclosures

JUL 5 1994 -2 30 PM

TERMINATION OF AGREEMENT
AND LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of 11/14/91, 1994, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and Mercantile Safe Deposit and Trust Company, a corporation duly organized and existing under the laws of the State of Maryland (hereinafter called "Trustee"),
WITNESSETH

WHEREAS, G. J. Johnston and A. Palmer, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of May 1, 1979, known as the Soo Line Railroad Equipment Trust of 1979 and covering the purchase and lease of:

- a. 100 50'6" 70-ton single sheath box cars with end-of-car cushions, 10' sliding plug doors. Soo Line road numbers 16827-16926, inclusive.
- b. 10 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4416-4425, inclusive.
- c. 10 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4426-4435, inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of May 24, 1983, and recorded with the Interstate Commerce Commission on June 17, 1983, supplementing the Soo Line Railroad Equipment Trust of 1979 and covering the purchase and lease of one (1) GP-38-2 diesel

electric locomotive of 2,000 H.P rating, bearing Soo Line road number 4452; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of January 15, 1990, and recorded with the Interstate Commerce Commission on January 17, 1990, supplementing the Soo Line Railroad Equipment Trust of 1979 and covering the purchase and lease of one (1) 100-ton 4,000 cu. ft. open top hopper car with rotary dump coupler, bearing Soo Line road number 62128; and

WHEREAS, Company, Trustee and G. J. Johnston and A. Palmer ("Vendors") were parties to that certain Agreement dated as of December 8, 1989, which was filed with the Interstate Commerce Commission on January 18, 1990, whereby the Vendors resigned as Vendors and the duties and obligations of Vendors assumed by Trustee, with the Company's consent thereto; and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificate in the Soo Line Railroad Equipment Trust of 1979; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Equipment Trust of 1979 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1979 and all Supplemental Leases and Amendments thereto are hereby terminated.

2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- | | | |
|----|-----|---|
| a. | 100 | 50'6" 70-ton single sheath box cars with end-of-car cushions, 10' sliding plug doors. Soo Line road numbers 16827-16926, inclusive. |
| b. | 10 | GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4416-4425, inclusive. |
| c. | 10 | GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4426-4435, inclusive. |
| d. | 1 | GP-38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line road number 4452. |
| e. | 1 | 100-ton 4,000 cu. ft. open top hopper car with rotary dump coupler, bearing Soo Line road number 62128. |

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their

respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.

ATTEST:

Jeressa A. Keener
Its ~~Assistant~~ Secretary

SOO LINE RAILROAD COMPANY

By: *J. C. Miller*
Its: *V. P. Controller*

ATTEST:

Marian D. Allen
Its ~~Secretary~~
CORPORATE TRUST OFFICER

MERCANTILE SAFE DEPOSIT AND
TRUST COMPANY

By: *Robert D. Brown*
Its: Corporate Trust Officer

Maryland
STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)

City of Baltimore

On this 31 day of May, 1994, before me personally appeared Robert D. Brown, to me personally known, Corporate Trust Officer of the Mercantile Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michael A. [Signature]
Notary Public

My Commission expires: 9/25/94

STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)

On this 23 day of May, 1994, before me personally appeared John C. Miller, to me personally known, who, being each by me duly sworn did say that he is Vice President and Controller of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maureen P. O'Shea
Notary Public

My Commission expires: 9/25/96

